



County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney
Suite 549, 12000 Government Center Parkway
Fairfax, Virginia 22035-0064
Phone: (703) 324-2421; Fax: (703) 324-2665
www.fairfaxcounty.gov

DATE: August 22, 2013

TO: William O'Donnell, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Bette R. Crane, Paralegal *[Signature]*
Office of the County Attorney

SUBJECT: **Revised** Affidavit
Application No. PCA 2000-SU-032-04
Applicant: Inova Health Care Services
BOS Hearing Date: 9/10/13

REF.: 121159

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/21/13, which bears my initials and is numbered **121159d**, in the final or supplemental Board package.

Thank you for your cooperation.

Attachment

cc: (w/attach) Amy Moxley, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: August 21, 2013
(enter date affidavit is notarized)

I, Jonathan D. Puvak, attorney/agent, do hereby state that I am an
(enter name of applicant or authorized agent)

(check one) ☐ applicant
 ☒ applicant's authorized agent listed in Par. 1(a) below

121159d

in Application No.(s): PCA 2000-SU-032-04
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

- 1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE,**** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(**NOTE:** All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Inova Health Care Services	8110 Gatehouse Road, Suite 200 East Tower Falls Church, Virginia 22042	Applicant/Title Owner of Tax Map 45-2 ((1)) 41B1, 41L, 41L3, 41L4, 41L5 and 45-2 ((2)) 38, 39A, 39B, 46A1, 51A1
Agents: J. Knox Singleton Richard C. Magenheimer Mark Stauder John F. Gaul Jennifer W. Siciliano		

(check if applicable) ☒ There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
SP Fairfax 3700 REIT I, LLC Agents: Douglas F. Ray Richard D. Segal Malika N. Basheer Jonathan L. Winer	707 Westchester Avenue White Plains, NY 10604	Lessee of Tax Map 45-2 ((2)) 46A1 pt.
Fair Oaks Professional Building, L.P. Agents: Wayne E. Carroll David M. Anderson	c/o Mediplex Property Management, Inc. 3650 Joseph Siewick Drive, Suite 301 Fairfax, VA 22033-1710	Lessee of Tax Map 45-2 ((1)) 41L
Duke Realty Fairfax MOB, LLC Agent: Delmar D. Taylor	600 E 96th Street Indianapolis, IN 46240	Lessee of Tax Map 45-2 ((1)) 41L3
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Jonathan D. Puvak H. Mark Goetzman Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson	2200 Clarendon Boulevard 13th Floor Arlington, VA 22201	Attorneys/Planners/Agent

(check if applicable)

☒

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: August 21, 2013
(enter date affidavit is notarized)

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for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

- 1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, **and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:**

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Inova Health Care Services
8110 Gatehouse Road, Suite 200, East Tower
Falls Church, Virginia 22042

DESCRIPTION OF CORPORATION: (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Inova Health Care Services, formerly Inova Health System Hospitals, formerly Inova Hospitals, formerly Fairfax Hospital System, Inc., formerly Fairfax Hospital Systems, Inc., formerly Fairfax Hospital Association, is a non-stock, non-profit corporation, the sole member of which is Inova Health System Foundation. Inova Health System Foundation appoints the Board of Trustees of Inova Health Care Services

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer, etc.**)

Officers: J. Knox Singleton, President; Charles H. Smith, III, Chairman; Jack C. Ebeler, Vice Chair; Richard C. Magenheimer, Treasurer; Charles E. Beard, Secretary; John F. Gaul, Asst Secretary
 Board of Trustees: Mary Agee, Robert Ahmed, Charles E. Beard, Arshed Choudhry, Hugo Davalos, Jack C. Ebeler, Michael R. Frey, Sarita Gopal, Betty Hudson, Gerald W. Hyland, Hooks Johnston, Mark Moore, Dean Morehouse, Carolyn Moss, Philip O. Nolan, Patrick Rhodes, Mary E. Schmidt, J. Knox Singleton, Charles H. Smith, III, Mark Stavish, George Tawil, Robert Tsien

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. ***In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.*** Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Inova Health System Foundation
8110 Gatehouse Road
Falls Church, VA 22042**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Inova Health System Foundation, formerly Inova Health Systems Foundation, which was formerly Inova Health Systems, Inc., which was formerly Fairfax Hospital Association Foundation, which was formerly The Fairfax Hospital Association Foundation, is a non-stock, non-profit corporation.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers: J. Knox Singleton, CEO; Mark S. Stauder, President; Stephen M. Cumbie, Past Chairman; Nicholas Carosi, III, Chairman; Lydia Thomas, Treasurer; Richard C. Magenheimer, Asst. Treasurer & CFO; Tony Nader, Secretary; John F. Gaul, Asst. Secretary & General Counsel; Chair Emeritus: John Toups

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)Inova Health System Foundation [trustees, continued]
8110 Gatehouse Road
Falls Church, VA 22042**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Trustees: Robert Ahmed, Nicholas Carosi, III, Margaret Colon, Stephen M. Cumbie, Jack C. Ebeler, Penelope A. Gross, Katherine K. Hanley, Paul Harbolick, Jr., Sheila Johnson, D. Mark Lowers; Alan G. Merten; Tony Nader; J. Knox Singleton; Charles H. Smith, III; Mark E. Stavish; Todd A. Stottlemeyer, Maura Sughrue; Lydia Thomas; Joe Travez, Winston Ueno

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 21, 2013
(enter date affidavit is notarized)

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for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Inova Holdings, Inc.
8110 Gatehouse Road, Suite 200, East Tower
Falls Church, Virginia 22042-1210

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Inova Health System Foundation

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Officers: J. Knox Singleton, President; Richard C. Magenheimer, Treasurer; John F. Gaul, Secretary
Directors: Stephen M. Cumbie, Richard C. Magenheimer, J. Knox Singleton

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Duke Realty Fairfax MOB, LLC
600 E 96th Street
Indianapolis, IN 46240

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Duke Realty Limited Partnership, Sole Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 21, 2013
(enter date affidavit is notarized)

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for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Suite 301
Fairfax, VA 22033-1710

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Wayne E. Carroll
David M. Anderson
Mary M. Carroll

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Wayne E. Carroll, President; David M. Anderson, VP; Mary M. Carroll, Secretary/Treasurer

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Fair Oaks Medical Building, Inc. c/o Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Suite 301
Fairfax, VA 22033-1710

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Mediplex Property Management, Inc.
Wayne E. Carroll
David M. Anderson

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Wayne E. Carroll, President
David M. Anderson, Vice President

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: August 21, 2013
(enter date affidavit is notarized)

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for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Seavest Inc.
707 Westchester Avenue, Suite 401
White Plains, NY 10604**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Richard D. Segal, Douglas F. Ray

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Richard D. Segal, Chairman, Co-CEO; Douglas F. Ray, Co-CEO, President; Michael E. Walden, COO/Secretary

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)SP Fairfax 3700 REIT I, LLC
707 Westchester Avenue
White Plains, NY 10604**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)SP Fairfax 3700 REIT I, LLC is a privately held REIT with more than 100 unitholders and the only unitholders than own more than 10% are Public Sector Pension Investment Board and Seavest Properties III, LLC.
Seavest Healthcare Properties LLC, Non-Member Manager**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Board of Directors: Richard D. Segal, Douglas F. Ray, Liliane (nmi) Marceau

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 21, 2013
(enter date affidavit is notarized)

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for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Seavest Healthcare Properties LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Seavest Investment Group, LLC, Sole Member
Seavest Inc., Non-Member Manager

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Seavest Investment Group, LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Members: Richard D. Segal, Douglas F. Ray, Jonathan L. Winer

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: August 21, 2013
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121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Duke Realty Corporation
600 E 96th Street
Indianapolis, IN 46240**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☒ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Duke Realty Corporation is a publicly held real estate investment trust and is traded on the New York Stock Exchange under the symbol DRE. No shareholder holds a 10% or more beneficial interest in Duke Realty Corporation.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Delmar D. Taylor, Executive Vice President, Healthcare

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)Duke Acquisition, Inc.
600 E 96th Street
Indianapolis, IN 46240**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Duke Realty Corporation

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: August 21, 2013
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121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
2200 Clarendon Boulevard, 13th Floor
Arlington, Virginia 22201**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Michael J. Coughlin, Peter M. Dolan, Jr., Jay du Von, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskas, John E. Rinaldi, Kathleen H. Smith, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Public Sector Pension Investment Board
440 Laurier Avenue West, Suite 200
Ottawa, Ontario**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☒ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

The Public Sector Pension Investment Board is a publicly traded Canadian pension fund with thousands of members.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Seavest Properties III, LLC
707 Westchester Avenue
White Plains, NY 10604**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)SP III Family GP Partner, Member
Berkley Insurance Company, Member**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Berkley Insurance Company
475 Steamboat Road
Greenwich, CT 06830**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☒ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Publicly traded.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: August 21, 2013
 (enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
 (enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Duke Realty Limited Partnership
 600 E 96th Street
 Indianapolis, IN 46240

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

General Partner:
 Duke Realty Corporation

Limited Partner:
 Duke Acquisition, Inc.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)

DATE: August 21, 2013
(enter date affidavit is notarized)

12159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Fair Oaks Professional Building, L.P. c/o Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Ste 301
Fairfax, VA 22033-1710

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

General Partner:
Fair Oaks Medical Building, Inc.

Limited Partners:
Fourth Generation Partners
Inova Holdings, Inc.
Mediplex Property Management, Inc.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Fourth Generation Partners c/o Seavest Partners
707 Westchester, 4th Floor
White Plains, NY 10604

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

The 1981 Myla Kori Bardige Trust for the
benefit of Myla Kori Bardige
The 1981 Brenan Lyle Bardige Trust for
the benefit of Brenan Lyle Bardige
The 1987 Arran Brett Bardige Trust for the
benefit of Arran Brett Bardige
The 1981 Kenneth Michael Masi Trust for
the benefit of Kenneth Michael Masi
The 1982 Rachel Anne Masi Trust for the
benefit of Rachel Anne Masi
The 1981 Jennifer Christine Masi Trust for
the benefit of Jennifer Christine Masi
The 1991 Kathryn Alice Masi Trust for the
benefit of Kathryn Alice Masi
The 1982 Nicholas Adrian Segal Trust for
the benefit of Nicholas Adrian Segal
The 1984 Gregory Lyons Segal Trust for
the benefit of Gregory Lyons Segal
The 1986 Thomas Benjamin Segal Trust
for the benefit of Thomas Benjamin Segal
The 1989 Carolyn Mayer Segal Trust for
the benefit of Carolyn Mayer Segal
The 1985 Peter Andrew Lieberman Trust
for the benefit of Peter Andrew Lieberman
The 1987 Daniel Ryan Lieberman Trust for
the benefit of Daniel Ryan Lieberman
Betty S. Bardige
Patricia S. Lieberman
Wendy S. Masi
Debra J. Segal Trust for the benefit of
Debra J. Segal
Raymona A. Lamontagne

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

SP III Family GP Partner
707 Westchester, 4th Floor
White Plains, NY 10604

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Managing Partner:
Seavest, Inc.

Limited Partners:
Fourth Generation Partners
Richard D. Segal
Betty S. Bardige
Patricia S. Lieberman
Wendy S. Masi
Debra J. Segal Trust f/b/o Debra J. Segal
Vest Pocket (owns less than 10% of SP
Fairfax 3700 REIT I, LLC)

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

☐ In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

☒ Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (**NOTE:** If answer is none, enter "NONE" on the line below.)

None

(check if applicable) ☐ There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

Supervisors Michael R. Frey and Gerald W. Hyland are both trustees on the Inova Health Care Services Board.

Supervisor Penelope A. Gross is a trustee on the Inova Health System Foundation's Board.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) ☒ There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form. →

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

☐ Applicant

☒ Applicant's Authorized Agent

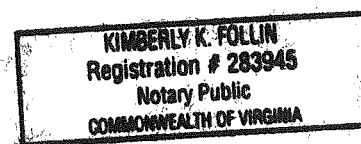
Jonathan D. Puvak, attorney/agent

(type or print first name, middle initial, last name, and title of signer)

Subscribed and sworn to before me this 21 day of August, 2013, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2015



Rezoning Attachment to Par. 3

DATE: August 21, 2013
(enter date affidavit is notarized)

121159d

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

Stephen M. Cumbie, Past Chairman and Trustee on the Inova Health System Foundation Board and Director on the Inova Holdings, Inc. Board, donated in excess of \$100 to Supervisor Michael R. Frey.

Gerald W. Hyland, a member of the Fairfax County Board of Supervisors and a Trustee on the Inova Health Care Services Board, donated in excess of \$100 to Chairman Sharon Bulova through Hyland for Supervisor.

Todd A. Stottlemeyer, a Trustee on the Inova Health System Foundation Board, donated in excess of \$100 to Supervisor Patrick Herrity.

Supervisors Penelope A. Gross, John W. Foust and Catherine M. Hudgins and their spouses, attended the Inova Health System Foundation's 2012 Annual Gala with complimentary tickets having a face value in excess of \$100 each.

Supervisor Penelope A. Gross, a trustee on the Inova Health System Foundation's Board, made a contribution of \$100 to Chairman Sharon Bulova, and the Chairman attended an event hosted by Supervisor Gross with a complimentary ticket having a value of \$35.

- Supervisor Patrick Herrity has donated in excess of \$100 to Supervisor Michael R. Frey, a trustee on the Inova Health Care Services Board.

(check if applicable)

☐ There are more disclosures to be listed for Par. 3, and Par. 3 is continued further on a "Rezoning Attachment to Par. 3" form.